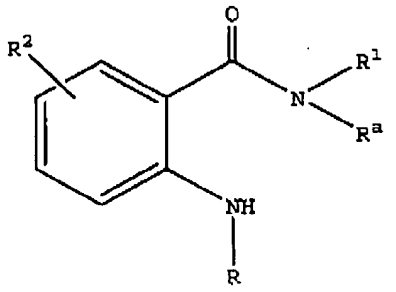
## AMENDMENTS TO THE CLAIMS

This listing of claims replaces all previous listings

WHAT IS CLAIMED IS:

1. (Currently Amended) A compound of Formula I



I

wherein R is

$-(CH_2)_1-R^3$;

wherein $R^1$ is selected from 1,2-dihydroquinolyl, 1,2,3,4-tetrahydroisoquinolyl, 2,3-dihydro-1H-indolyl, ~~tetrahydroquinolinyl,~~ and 1,4-benzodioxanyl; wherein $R^1$ is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl,

dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; ~~and pharmaceutically acceptable derivatives thereof~~;

wherein $R^2$ is one or more substituents independently selected from

H,

halo,

hydroxy,

amino,

$C_{1-6}$-alkyl,

$C_{1-6}$-haloalkyl,

$C_{1-6}$-alkoxy,

$C_{1-2}$-alkylamino,

aminosulfonyl,

$C_{3-6}$-cycloalkyl,

cyano,

$C_{1-2}$-hydroxyalkyl,

nitro,

$C_{2-3}$-alkenyl,

$C_{2-3}$-alkynyl,

$C_{1-6}$-haloalkoxy,

$C_{1-6}$-carboxyalkyl,
4-6-membered heterocyclyl-$C_{1-6}$-alkylamino,
unsubstituted or substituted phenyl and
unsubstituted or substituted 4-6 membered heterocyclyl;

wherein $R^3$ is substituted or unsubstituted 5-6 membered heterocyclyl; wherein substituted $R^3$ is substituted with one or more substituents independently selected from halo, $-OR^4$, $-SR^4$, $-SO_2R^4$, $-CO_2R^4$, $-CONR^4R^4$, $-COR^4$, $-NR^4R^4$, $-SO_2NR^4R^4$, $-NR^4C(O)OR^4$, $-NR^4C(O)R^4$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with $R^2$, cyano, nitro, lower alkenyl and lower alkynyl;

wherein $R^4$ is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted $C_3$-$C_6$ cycloalkyl, phenyl-$C_{1-6}$-alkyl, optionally substituted 4-6 membered heterocyclyl-$C_{1-6}$-alkyl, and lower haloalkyl;

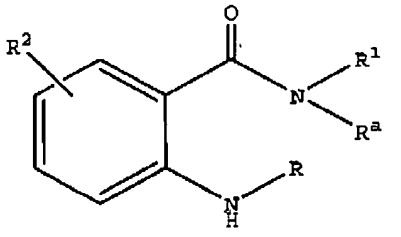
wherein $R^5$ is selected from H, $C_{1-3}$-alkyl, optionally substituted phenyl, optionally substituted phenyl-$C_{1-3}$-alkyl, 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-$C_1$-$C_3$-alkyl, $C_{1-3}$-alkoxy-$C_{1-2}$-alkyl and $C_{1-3}$-alkoxy-$C_{1-3}$-alkoxy-$C_{1-3}$-alkyl;

wherein $R^a$ is selected from H and $C_{1-2}$-alkyl; and

wherein $R^b$ and $R^c$ are independently selected from H and $C_{1-2}$-haloalkyl;

and pharmaceutically acceptable ~~derivatives~~ salts thereof.

2. (Currently Amended) A compound of Formula I'



I'

wherein R is

$-(CH_2)_{1-2}-R^3$;

wherein $R^1$ is selected from 1,2-dihydroquinolyl, 1,2,3,4-tetrahydroisoquinolyl, 2,3-dihydro-1H-indolyl, ~~tetrahydroquinolinyl.~~ and 1,4-benzodioxanyl; wherein $R^1$ is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; ~~and pharmaceutically acceptable derivatives thereof.~~;

wherein $R^2$ is one or more substituents independently selected from

H,

halo,
hydroxy,
amino,
$C_{1-6}$-alkyl,
$C_{1-6}$-haloalkyl,
$C_{1-6}$-alkoxy,
$C_{1-2}$-alkylamino,
aminosulfonyl,
$C_{3-6}$-cycloalkyl,
cyano,
$C_{1-2}$-hydroxyalkyl,
nitro,
$C_{2-3}$-alkenyl,
$C_{2-3}$-alkynyl,
$C_{1-6}$-haloalkoxy,
$C_{1-6}$-carboxyalkyl,
4-6-membered heterocyclyl-$C_{1-6}$-alkylamino,
unsubstituted or substituted phenyl and
unsubstituted or substituted 4-6 membered heterocyclyl;

wherein $R^3$ is substituted or unsubstituted 5-6 membered heterocyclyl; wherein substituted $R^3$ is substituted with one or more substituents independently selected from halo, $-OR^4$, $-SR^4$, $-SO_2R^4$, $-CO_2R^4$, $-CONR^4R^4$, $-COR^4$, $-NR^4R^4$, $-SO_2NR^4R^4$, $-NR^4C(O)OR^4$, $-NR^4C(O)R^4$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with $R^6$, cyano, nitro, lower alkenyl and lower alkynyl;

wherein $R^4$ is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted $C_3$-$C_6$ cycloalkyl, phenyl-$C_{1-6}$-alkyl, optionally substituted 4-6 membered heterocyclyl-$C_{1-6}$-alkyl, and lower haloalkyl;

wherein $R^5$ is selected from H, $C_{1-3}$-alkyl, optionally substituted phenyl, optionally substituted phenyl-$C_{1-3}$-alkyl, 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-$C_1$-$C_3$-alkyl, $C_{1-3}$-alkoxy-$C_{1-2}$-alkyl and $C_{1-3}$-alkoxy-$C_{1-3}$-alkoxy-$C_{1-3}$-alkyl;

wherein $R^6$ is selected from H, halo, hydroxy, amino, $C_{1-6}$-alkoxy, $C_{1-2}$-alkylamino, aminosulfonyl, $C_{3-6}$-cycloalkyl, cyano, nitro, $C_{1-6}$-haloalkoxy, carboxy, 4-6-membered heterocyclyl-$C_{1-6}$-alkylamino, unsubstituted or substituted phenyl and unsubstituted or substituted 4-6 membered heterocyclyl;

wherein $R^a$ is selected from H and $C_{1-2}$-alkyl; and

wherein $R^b$ and $R^c$ are independently selected from H and $C_{1-2}$-haloalkyl;

and pharmaceutically acceptable ~~derivatives~~ salts thereof; ~~provided $R^3$ is not heteroaryl when $R^4$ is unsubstituted phenyl or phenyl substituted with halo, or $C_{1-6}$-alkyl and when $R^2$ is H.~~

3. (Canceled)

4. (Canceled)

5. (Currently Amended) Compound of Claim ~~3~~ 2 wherein $R^1$ is selected from ~~4,4-dimethyl-2-oxo-1,2,3,4-tetrahydroquinol-7-yl,~~ 4,4-dimethyl-1,2,3,4-tetrahydro-isoquinol-7-yl, 2-acetyl-4,4-dimethyl-1,2,3,4-tetrahydro-isoquinol-7-yl, 2,3-dihydro-1H-indolyl, 3,3-dimethyl-2,3-dihydro-1H-indol-6-yl, 1-ethyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl, and 1-acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

6. (Currently Amended) Compound of Claim 5 wherein $R^1$ is 3,3-dimethyl-2,3-dihydro-1H-indol-6-yl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

7. (Currently Amended) Compound of Claim 5 wherein $R^1$ is 4,4-dimethyl-1,2,3,4-tetrahydro-isoquinol-7-yl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

8. (Canceled)

9. (Canceled).

10. (Currently Amended) Compound of Claim 2 wherein $R^2$ is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl;
and pharmaceutically acceptable ~~derivatives~~ salts thereof.

11. (Currently Amended) Compound of Claim 10 wherein $R^2$ is H; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

12. (Canceled)

13. (Canceled)

14. (Canceled)

15. (Canceled)

16. (Canceled)

17.(Currently Amended) Compound of Claim 2 wherein R is selected from ~~(3-pyridyl)-$(CH_2)_2$-~~, (4-pyridyl)-$CH_2$-, (4-pyrimidinyl)-$CH_2$-, (5-pyrimidinyl)-$CH_2$-, (6-pyrimidinyl)-$CH_2$-, (4-pyridazinyl)-$CH_2$- and (6-pyridazinyl)-$CH_2$-; wherein R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, methylamino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy and ethoxy; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

18. (Canceled)

19. (Currently Amended) Compound of Claim 2 wherein R is selected from (4-pyridyl)-$CH_2$-, (2-methylamino-4-pyrimidinyl)-$CH_2$-, (4-pyridazinyl)-$CH_2$-, , (2-methoxy-4-pyridyl)-$CH_2$-, (4-pyridazinyl)-$CH_2$-, and (2-amino-4-pyrimidinyl)-$CH_2$-; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

20. (Currently Amended) Compound of Claim 2 wherein $R^3$ is selected from unsubstituted or substituted 6-membered nitrogen-containing heteroaryl; and wherein substituted $R^3$ is substituted with one or more substituents independently selected from halo, amino, $C_{1-3}$-alkoxy, hydroxyl, $C_{1-3}$-alkyl and $C_{1-2}$-haloalkyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

21. (Canceled).

22. (Canceled).

23. (Currently Amended) Compound of Claim 2 wherein $R^5$ is selected from H, piperidinylethyl and methoxyethoxyethyl; wherein $R^a$ is H; and wherein $R^b$ and $R^c$ are independently selected from H and trifluoromethyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

24. (Currently Amended) Compound of Claim 2 wherein R is (4-pyridyl)-$CH_2$-; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

25. (Canceled)

26. (Canceled)

27. (Canceled)

28. (Canceled).

29. (Currently Amended) Compound of Claim 2 wherein $R^2$ is H or fluoro; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

30. (Currently Amended) A Compound of Claim 2 and pharmaceutically acceptable salts thereof selected from

N-(3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-benzamide;

N-(1-acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-benzamide;

N-(4,4-dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[(2-methylamino-pyrimidin-4-ylmethyl)-amino]-benzamide;

(*R*)-N-(4,4-dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[1-(2-methylamino-pyrimidin-4-yl)-ethylamino]-benzamide;

N-(1-Ethyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-benzamide;

N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-benzamide;

~~N-{4-[1-Methyl-1-(1-methyl-piperidin-4-yl)-ethyl]-phenyl}-2-[(pyridin-4-ylmethyl)-amino]-benzamide;~~

N-(3,3-Dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(1-oxy-pyridin-4-ylmethyl)-amino]-benzamide;

N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-fluoro-6-[(2-methoxy-pyridin-4-ylmethyl)-amino]-benzamide;

N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-3-fluoro-6-[(2-methoxy-pyridin-4-ylmethyl)-amino]-benzamide;

N-(4,4-Dimethyl-1,2,3,4-tetrahydro-quinolin-7-yl)-2-[(1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-amino]-benzamide;

N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[(pyridazin-4-ylmethyl)-amino]-benzamide;

2-[1-(2-Amino-pyrimidin-4-yl)-ethylamino]-N-(4,4-dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-benzamide;

N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[1-(2-methylamino-pyrimidin-4-yl)-ethylamino]-benzamide;

and

N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-4-fluoro-6-[(2-methoxy-pyridin-4-ylmethyl)-amino]-benzamide.

31. (Original) Compound of Claim 2, and pharmaceutically acceptable salts thereof, comprising N-(3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-benzamide.

32. (Original) Compound of Claim 2, and pharmaceutically acceptable salts thereof, comprising N-(1-acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-benzamide.

33. (Canceled)

34. (Original) Compound of Claim 2, and pharmaceutically acceptable salts thereof, comprising N-(4,4-dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[(2-methylamino-pyrimidin-4-ylmethyl)-amino]-benzamide.

35.(Canceled).

36. (Original) A pharmaceutical composition comprising a pharmaceutically-acceptable carrier and a compound of Claim 1.

37. (Canceled).

38. (Canceled).

39. (Canceled).

40. (Canceled).

41. (Canceled).

42. (Canceled).

43. (Canceled).

44. (Canceled).

45. (Canceled).